

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (JMP)
Debtors.	: (Jointly Administered)
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**ORDER PURSUANT TO SECTIONS 105(a),
363 AND 503 OF THE BANKRUPTCY CODE AND BANKRUPTCY
RULE 6004 AUTHORIZING BNC MORTGAGE LLC TO (I) ENTER INTO
INTERCOMPANY SERVICES AGREEMENT WITH AURORA BANK FSB, AND
(II) REIMBURSE AURORA BANK FSB FOR CERTAIN ADMINISTRATIVE EXPENSES**

Upon the motion, dated March 2, 2011 (the “Motion”), of BNC Mortgage LLC (“BNC”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors-in-possession (collectively, the “Debtors” and, together with their non-debtor affiliates, “Lehman”), for authorization to enter into a and perform under that certain Intercompany Services Agreement (the “ISA”) with Aurora Bank, FSB (“Aurora”), pursuant to section 105(a), 363 and 503 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 6004(h) of the Federal Rules of Bankruptcy Procedure, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the

Motion having been provided to (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; and (iii) all other parties entitled to notice in accordance with the procedures set forth in the second amended order entered on June 17, 2010 governing case management and administrative procedures for these cases [Docket No. 9635]; and a hearing (the "Hearing") having been held to consider the relief requested in the Motion; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that pursuant to sections 105(a) and 363 of the Bankruptcy Code, the ISA is approved; and it is further

ORDERED that BNC is authorized to perform any and all of its obligations under the ISA and to execute, deliver, implement and fully perform any and all instruments, documents and papers and to take any and all actions reasonably necessary or appropriate in connection with the implementation of the ISA, and perform any and all obligations contemplated therein, including entering into any non-material amendments to the Agreement without further order from the Court, and all obligations of BNC thereunder shall be deemed allowed administrative expense claims under section 503(b) of the Bankruptcy Code against BNC; and it is further

ORDERED that the failure to specifically describe or include any particular provisions of the ISA shall not diminish or impair the effectiveness of such

provision, it being the intent of the Court that BNC is authorized to perform under the ISA in its entirety; and it is further

ORDERED that pursuant to sections 105(a), 363(b)(1) and 503 of the Bankruptcy Code, BNC is authorized, but not directed, to effect payment of \$504,455.24 to Aurora in full and final satisfaction of the Post Petition Services through a reduction of the Receivable;¹ and it is further

ORDERED that, notwithstanding Rule 6004(h) of the Federal Rules of Bankruptcy Procedure, this Order shall take effect immediately; and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Order; and it is further

Dated: New York, New York
March 31, 2011

s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE

¹ Capitalized terms that are used herein, but not defined, have the meanings ascribed to them in the Motion.